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**From:** [REDACTED]

**Sent:** Monday, January 30, 2017 10:01:53 AM

**To:** [REDACTED]

**Cc:**

**Bcc:**

**Subject:** RE: TEFRA Question

Hi ,

You are absolutely correct that you have an invalid TMP designation on the original return because the entity named is not a member of the partnership. You are also correct that only someone who has the ability under state law to bind the LLC can sign on its behalf. However, before accepting the designation, you should ensure that CORP is a valid TMP. You state that P has no member managers but it must. If there is no one designated under state law/operating agreement with the authority (alone or with others) to make management decisions necessary to conduct the business of P then each member is a member-manager. Treas. Reg. 301.6231(a)(7)-2(b)(3).

Happy to discuss at your convenience.

Thanks,